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DOUGLAS RAWLS GIRVIN, P.A.

A PROFESSIONAL ASSOCIATION

ATTORNEY AT LAW

TELEPHONE
(561) 746-6669
TELEFAX
(561) 746-7754

SUITE 102, OCEANSIDE PROFESSIONAL CENTRE
1080 EAST INDIANTOWN ROAD
JUPITER, FLORIDA 33477

December 22, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

12/26

MJH

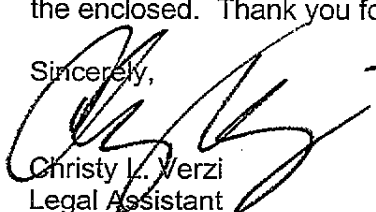
Re: Woodfield Apartments, L.L.C.

Dear Sir/Madam:

I have enclosed and submit for filing an original and one copy of the Certificate of Conversion and Articles of Organization in connection with the above-referenced limited liability company. I have also enclosed our trust account check in the amount of One Hundred Eighty Five Dollars (\$185.00) payable to the Florida Department of State as filing fees. Please return a certified copy of these documents to our office together with a Certificate of Status.

If you have any questions regarding the above, please contact me by telephone prior to returning the enclosed. Thank you for your assistance with this matter.

Sincerely,


Christy L. Verzi
Legal Assistant
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 26 PM 12:30

CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached Articles of Organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

LLP970000283

WOODFIELD APARTMENTS, L.L.P., a Florida Limited Liability Partnership

SECOND: The date on which, and the jurisdiction in which, the unincorporated business was first created or otherwise came into being are:

- A. Date: **September, 1997**
- B. Jurisdiction: **State of Florida**
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: **N/A**

THIRD: The name of the limited liability company as set forth in the attached Articles of Organization is:

WOODFIELD APARTMENTS, L.L.C., a Florida limited liability company



Richard C. Rathke
Authorized Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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ARTICLES OF ORGANIZATION
OF
WOODFIELD APARTMENTS, L.L.C.
A Florida Limited Liability Company

ARTICLE I
NAME

The name of the limited liability company is WOODFIELD APARTMENTS, L.L.C.

ARTICLE II
ADDRESS

The mailing address of the principal office of the limited liability company is P.O. Box 3351, Tequesta, Florida 33469. The street address of the principal office of the limited liability company is 9403A S.E. Randall Court, Hobe Sound, Florida 33455.

ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE,
AND REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are:

D.R. Girvin, Esquire
Oceanside Professional Centre
1080 East Indiantown Road, Suite 101
Jupiter, Florida 33477

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



D.R. Girvin

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ARTICLE IV
MANAGEMENT

The limited liability company is to be managed by the members and is, therefore, not a manager-managed company.



Signature of a Member or an
authorized representative of a Member

(In accordance with §608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Richard C. Rathke

Name of signatory